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WRITER'S DIRECT DIAL

October 26, 1999

DN(202) 828-9469  
LFR(202)828-9476

Federal Communications Commission  
1270 Fairfield Road  
Gettysburg, Pennsylvania 17325

Re: FCC FORM 602 FOR ASSOCIATION WITH NOTIFICATION OF PRO  
FORMA TRANSFER OF CONTROL OF LICENSES

FCC File No. 0000039280

PLMS Stations      KKB 697  
                         KLF 475

Licensee: The Orwell Telephone Company  
Transferor: Albert Leonetti, et al.  
Transferee: Leonetti, Inc.



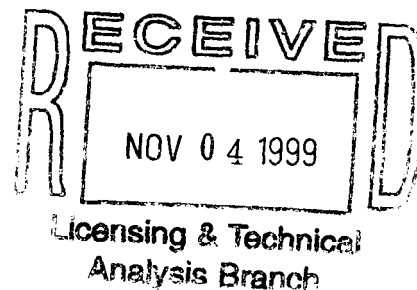
Dear Sir or Madam:

Transmitted herewith on behalf of Leonetti, Inc. ("Transferee") is Transferee's FCC Ownership Disclosure Information (FCC Form 602) for association with the above-referenced Notification of Pro Forma Transfer of Control of Licenses filed electronically on this date on FCC Forms 603.

Should any questions arise relating to this submission, please communicate with this office.

Very truly yours,

David L. Nace  
B. Lynn F. Ratnavale



c: Richard Rubino

FCC 602  
Main Form

FCC Ownership Disclosure Information for the  
Wireless Telecommunications Services

Approved by OMB  
3080 - 0788  
See instructions for  
public burden estimate

Applicant/Licensee Information


1) First Name (if individual):	MI:	Last Name:	Suffix:
2) Applicant Name (if entity): Leonetti, Inc.			

Related FCC Regulated Businesses of Applicant/Licensee

4a) Name and address of all FCC Regulated Businesses owned by Applicant/Licensee (use additional sheets, if necessary):	4b) Principal Business:	4c) TIN:	4d) Percent of Interest Held:
The Orwell Telephone Company 70 S. Maple Street, Orwell, Ohio 44076	Telecommunications		100%
Orwell Communications, Inc. 70 S. Maple St., Orwell, OH 44076	Telecommunications		.00%
Orwell Cellular, Inc. 70 S. Maple St., Orwell, OH 44076	Telecommunications		100% ions, Inc.
Orwell Cable Television Company 70 S. Maple St., Orwell, OH 44076	Telecommunications	A DIVISION OF Orwell Communications, Inc.	100%

Signature

5) Typed or Printed Name of Party Authorized to Sign

First Name: DONALD	MI: -	Last Name: POKORNY	Suffix:
Title: TREASURER			
Signature: 			Date: 10/25/99
Failure To Sign This Application May Result in Dismissal Of The Application And Forfeiture Of Any Fees Paid.			
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 303).			

FCC Ownership Disclosure Information for the  
Wireless Telecommunications Services

Approved by OMB  
3060 -0799  
See instructions for  
public burden estimate

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual): <b>Albert</b>	MI:	Last Name: <b>Leonetti</b>	suffix:
2) Disclosable Interest Holder's Name (if entity):		3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address: <b>20600 Chagrin Boulevard, Shaker Heights, Ohio 44122</b>			
5) Type of Interest in Applicant ( D ) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): ( I ) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: <b>33.3</b>
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): C		9) Disclosable Interest Holder's Country of Citizenship: <b>United States</b>	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): <b>N/A</b>			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
<b>Orwell Communications, Inc.</b> 70 S. Maple Street, Orwell, Ohio 44076	<b>Telecommunications</b>		<b>33.3</b>
<b>The Orwell Telephone Company</b> 70 S. Maple Street, Orwell, Ohio 44076	<b>Telecommunications</b>		<b>33.3</b>
<b>Orwell Cellular, Inc.</b> 70 S. Maple Street, Orwell, Ohio 44076	<b>Telecommunications</b>	<b>A Division of Orwell Communications, Inc.</b>	<b>33.3</b>
<b>Orwell Cable Television, Inc.</b> 70 S. Maple Street, Orwell, Ohio 44076	<b>Telecommunications</b>	<b>A Division of Orwell Communications, Inc.</b>	<b>33.3</b>

FCC Ownership Disclosure Information for the  
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Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	suffix:
2) Disclosable Interest Holder's Name (if entity): <b>Frank Leonetti, Jr. Trust</b>			der's TIN:
4) Disclosable interest Holder's Address: <b>20600 Chagrin Boulevard, Shaker Heights, Ohio 44122</b>			
5) Type of Interest in Applicant ( D ) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): ( 0 ) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant: <b>33.3</b>	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): C		9) Disclosable Interest Holder's Country of Citizenship: <b>United States</b>	
IO) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): <b>N/A</b>			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

IIa) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business:	IIc) TIN:	IId) Percent of Interest Held:
Orwell Communications, Inc. 70 S. Maple Street, Orwell, Ohio 44076	Telecommunications		33.3
The Orwell Telephone Company 70 S. Maple Street, Orwell, Ohio 44076	Telecommunications		33.3
Orwell Cellular, Inc. 70 S. Maple Street, Orwell, Ohio 44076	Telecommunications	A Division of Orwell Communications, Inc.	33.3
Orwell Cable Television, inc. 70 S. Maple Street, Orwell, Ohio 44076	Telecommunications	A Division of Orwell Communications, Inc.	33.3

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Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual): <b>Ann</b>	MI:	Last Name: <b>Pokomy</b>	suffix:
2) Disclosable Interest Holder's Name (if entity):			der's TIN:
4) Disclosable Interest Holders Address: <b>711 Mariner Village, Huron, Ohio 44839-1035</b>			
5) Type of Interest in Applicant ( D ) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): ( I ) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant: <b>16.7</b>	
8) Disclosable Interest Holders Type of Ownership (refer to instructions for list): C		9) Disclosable Interest Holder's Country of Citizenship: <b>United States</b>	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): <b>N/A</b>			
Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)			
II a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	II b) Principal Business:	II c) TIN:	II d) Percent of Interest Held:
<b>Orwell Communications, Inc. 70 S. Maple Street, Orwell, Ohio 44076</b>	<b>Telecommunications</b>		<b>16.7</b>
<b>The Orwell Telephone Company 70 S. Maple Street, Orwell, Ohio 44076</b>	<b>Telecommunications</b>		<b>16.7</b>
<b>Orwell Cellular, Inc. 70 S. Maple Street, Orwell, Ohio 44076</b>	<b>Telecommunications</b>	<b>A Division of Orwell Communications, Inc.</b>	<b>16.7</b>
<b>Orwell Cable Television, Inc. 70 S. Maple Street, Orwell, Ohio 44076</b>	<b>Telecommunications</b>	<b>A Division of Orwell Communications, Inc.</b>	<b>16.7</b>
<b>Spectra Wave, Inc. 711 Mariner Village, Huron, Ohio 44839-1035</b>	<b>Telecommunications</b>		<b>14.286</b>

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Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual): <b>Donald</b>	MI:	Last Name: <b>Pokorny</b>	Suffix:
2) Disclosable Interest Holder's Name (if entity):			der's TIN:
4) Disclosable Interest Holders Address: <b>711 Mariner Village, Huron, Ohio 44839-1035</b>			
5) Type of Interest in Applicant ( <b>D</b> ) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): ( <b>I</b> ) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: <b>16.7</b>
8) Disclosable Interest Holders Type of Ownership (refer to instructions for list): <b>C</b>		9) Disclosable Interest Holder's Country of Citizenship: <b>United States</b>	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): <b>N/A</b>			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
<b>Orwell Communications, Inc. 70 S. Maple Street, Orwell, Ohio 44076</b>	<b>Telecommunications</b>		<b>16.7</b>
<b>The Orwell Telephone Company 70 S. Maple Street, Orwell, Ohio 44076</b>	<b>Telecommunications</b>		<b>16.7</b>
<b>Orwell Cellular, Inc. 70 S. Maple Street, Orwell, Ohio 44076</b>	<b>Telecommunications</b>	<b>A Division of Orwell Communications, Inc.</b>	<b>16.7</b>
<b>Orwell Cable Television, Inc. 70 S. Maple Street, Orwell, Ohio 44076</b>	<b>Telecommunications</b>	<b>A Division of Orwell Communications, Inc.</b>	<b>16.7</b>
<b>Spectra Wave, Inc. 711 Mariner Village, Huron, Ohio 44839-1035</b>	<b>Telecommunications</b>		<b>14.286</b>